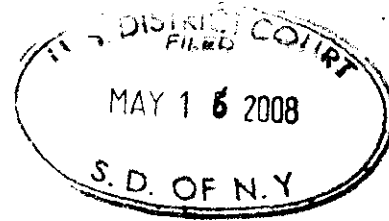


**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**



-----X
CSI INVESTMENT PARTNERS II, L.P., CIS
ACQUISITION PARTNERS, L.P., CANTERBURY
MEZZANINE CAPITAL, L.P., DAVID C. THOMPSON,
M. GERARD KEEHAN, VINEET PRUTHI, DONALD
J. SHEA, JAMES M. ROTHE, MICHAEL COSSEL,
JOHN J. ADAMS, ROBERT E. RICHARDSON,
MARILYN SCHWARTZ, and CHARLES CAUDLE,

Plaintiffs,

-against-

CENDANT CORPORATION, HENRY SILVERMAN,
SAMUEL KATZ, and COSMO CORIGLIANO,
Defendants.

-----X
CENDANT CORPORATION,
Counterclaim-Plaintiff,

-against-

CSI INVESTMENT PARTNERS II, L.P., CIS
ACQUISITION PARTNERS, L.P., CANTERBURY
MEZZANINE CAPITAL, L.P., DAVID C. THOMPSON,
M. GERARD KEEHAN, VINEET PRUTHI, DONALD
J. SHEA, JAMES M. ROTHE, MICHAEL COSSEL,
JOHN J. ADAMS, ROBERT E. RICHARDSON,
MARILYN SCHWARTZ, and CHARLES CAUDLE,
Counterclaim-Defendants,

-and-

TONYA CARMICHAEL, LINCOLNSHIRE EQUITY, INC.,
LINCOLNSHIRE MANAGEMENT, INC., STEVE KUMBLE,
and THOMAS J. MALONEY,
Additional Counterclaim-Defendants.

-----X

00 CIVIL 1422 (DAB)

Rule 54(b)
JUDGMENT

_____

Whereas the above-captioned action having come before this Court, and the matter having come before the Honorable Deborah A. Batts, United States District Judge, and the Court, on May 15, 2008, having rendered its Order directing the Clerk of the Court to enter final judgment pursuant

to Fed. R. Civ. P. 54(b) that there is no just reason for delay, that Plaintiffs CSI INVESTMENT PARTNERS II, L.P., CIS ACQUISITION PARTNERS, L.P., CANTERBURY MEZZANINE CAPITAL, L.P., DAVID C. THOMPSON, M. GERARD KEEHAN, VINEET PRUTHI, DONALD J. SHEA, JAMES M. ROTHE, MICHAEL COSSEL, JOHN J. ADAMS, RICHARD E. RICHARDSON, MARILYN SCHWARTZ, CHARLES CAUDLE recover from CENDANT CORPORATION the sum of \$97,847,513.29, which includes prejudgment interest up to May 16, 2008, that plaintiffs' action is dismissed with prejudice solely as to defendants Henry Silverman, Samuel Katz, Cosmo Corigliano, and John Does 1 through 100 inclusive, and that Counterclaim-Plaintiffs' counter-claims are dismissed with prejudice, it is,

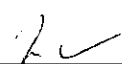
ORDERED, ADJUDGED AND DECREED: That for the reasons stated in the Court's Order dated May 15, 2008, that pursuant to Fed. R. Civ. P. 54(b), there is no just reason for delay, judgment is entered that Plaintiffs CSI INVESTMENT PARTNERS II, L.P., CIS ACQUISITION PARTNERS, L.P., CANTERBURY MEZZANINE CAPITAL, L.P., DAVID C. THOMPSON, M. GERARD KEEHAN, VINEET PRUTHI, DONALD J. SHEA, JAMES M. ROTHE, MICHAEL COSSEL, JOHN J. ADAMS, RICHARD E. RICHARDSON, MARILYN SCHWARTZ, CHARLES CAUDLE recover from CENDANT CORPORATION the sum of \$97,847,513.29, which includes prejudgment interest up to May 16, 2008; plaintiffs' action is dismissed with prejudice solely as to defendants Henry Silverman, Samuel Katz, Cosmo Corigliano, and John Does 1 through 100 inclusive; and Counterclaim-Plaintiffs' counter-claims are dismissed with prejudice.

Dated: New York, New York
May 16, 2008

J. MICHAEL McMAHON

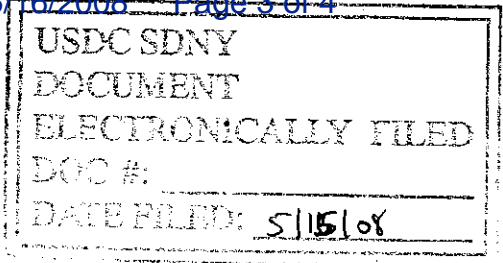
Clerk of Court

BY:



Deputy Clerk

**THIS DOCUMENT WAS ENTERED
ON THE DOCKET ON _____**



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
CSI INVESTMENT PARTNERS II, L.P.,
Delaware limited partnership, CIS
ACQUISITION PARTNERS, L.P., a Delaware
limited partnership, CANTERBURY MEZZANINE
CAPITAL, L.P., a Delaware limited
partnership, DAVID C THOMPSON, M. GERARD
KEEHAN, VINEET PRUTHI, DONALD J. SHEA, JAMES
M. ROTHE, MICHAEL COSSEL, JOHN J. ADAMS,
ROBERT E. RICHARDSON, MARILYN SCHWARTZ,
and CHARLES CAUDLE,
Plaintiffs,

-against-

CENDANT CORPORATION, a Delaware
corporation, HENRY SILVERMAN, SAMUEL
KATZ, and COSMO CORIGLIANO,
Defendants.

00 Civ. 1422
ORDER

-----X
CENDANT CORPORATION,
Counterclaim-Plaintiff

-against-

CSI INVESTMENT PARTNERS II, L.P., CIS
ACQUISITION PARTNERS, L.P., CANTERBURY
MEZZANINE CAPITAL, L.P., DAVID C. THOMPSON,
M. GERARD KEEHAN, VINEET PRUTHI, DONALD J.
SHEA, JAMES M. ROTHE, MICHAEL COSSEL, JOHN
J. ADAMS, ROBERT E. RICHARDSON, MARILYN
SCHWARTZ, CHARLES CAUDLE,
Counterclaim-Defendants,

-and-

TONYA CARMICHAEL, LINCOLNSHIRE EQUITY, INC.,
LINCOLNSHIRE MANAGEMENT, INC., STEVE KUMBLE,
and THOMAS J. MALONEY,
Additional Counterclaim-Defendants.

-----X
DEBORAH A. BATTS, United States District Judge.

MR. LEE -
If at all
possible
please enter
JUDGMENT
on 5/16/08.

Pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, this Court's Opinion of September 7, 2007, and this Court's Memorandum and Order Denying Reconsideration of that Opinion on May 7, 2008, because there is no just reason for delay, the Clerk of the Court is hereby ORDERED to enter final judgment in the following amounts and as to the following parties:

1. It is ORDERED and ADJUDGED that Plaintiffs CSI INVESTMENT PARTNERS II, L.P., CIS ACQUISITION PARTNERS, L.P., CANTERBURY MEZZANINE CAPITAL, L.P., DAVID C. THOMPSON, M. GERARD KEEHAN, VINEET PRUTHI, DONALD J. SHEA, JAMES M. ROTHE, MICHAEL COSSEL, JOHN J. ADAMS, ROBERT E. RICHARDSON, MARILYN SCHWARTZ, CHARLES CAUDLE recover from CENDANT CORPORATION the sum of \$97,847,513.29, which includes prejudgment interest up to May 16, 2008.
2. It is further ORDERED and ADJUDGED that Plaintiffs' action be dismissed with prejudice solely as to Defendants Henry Silverman, Samuel Katz, Cosmo Corigliano, and John Does 1 through 100 inclusive.
3. It is further ORDERED and ADJUDGED that, as to Counterclaim-Plaintiffs' counter-claims, they are DISMISSED with prejudice.

SO ORDERED.

DATED: New York, New York

May 15, 2008

Deborah A. Batts
Deborah A. Batts
United States District Judge

**United States District Court
Southern District of New York
Office of the Clerk
U.S. Courthouse
500 Pearl Street, New York, N.Y. 10007-1213**

Date:

In Re:

-v-

Case #: ()

Dear Litigant,

Enclosed is a copy of the judgment entered in your case.

Your attention is directed to Rule 4(a)(1) of the Federal Rules of Appellate Procedure, which requires that if you wish to appeal the judgment in your case, you must file a notice of appeal within 30 days of the date of entry of the judgment (60 days if the United States or an officer or agency of the United States is a party).

If you wish to appeal the judgment but for any reason you are unable to file your notice of appeal within the required time, you may make a motion for an extension of time in accordance with the provision of Fed. R. App. P. 4(a)(5). That rule requires you to show "excusable neglect" or "good cause" for your failure to file your notice of appeal within the time allowed. Any such motion must first be served upon the other parties and then filed with the Pro Se Office no later than 60 days from the date of entry of the judgment (90 days if the United States or an officer or agency of the United States is a party).

The enclosed Forms 1, 2 and 3 cover some common situations, and you may choose to use one of them if appropriate to your circumstances.

The Filing fee for a notice of appeal is \$5.00 and the appellate docketing fee is \$250.00 payable to the "Clerk of the Court, USDC, SDNY" by certified check, money order or cash. **No personal checks are accepted.**

J. Michael McMahon, Clerk of Court

by: _____

, Deputy Clerk

APPEAL FORMS

United States District Court
Southern District of New York
Office of the Clerk
U.S. Courthouse
500 Pearl Street, New York, N.Y. 10007-1213

-----X
|
-V- |
|
-----X

NOTICE OF APPEAL

civ. ()

Notice is hereby given that _____
(party)
hereby appeals to the United States Court of Appeals for the Second Circuit from the Judgment [describe it]

entered in this action on the _____ day of _____ , _____ .
(day) (month) (year)

(Signature)

(Address)

(City, State and Zip Code)

Date: _____

() _____ - _____
(Telephone Number)

Note: You may use this form to take an appeal provided that it is received by the office of the Clerk of the District Court within 30 days of the date on which the judgment was entered (60 days if the United States or an officer or agency of the United States is a party).

FORM 1

APPEAL FORMS

Docket Support Unit

Revised: March 4, 2003

civ. ()

Revised: March 4, 2003

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- Revised: March 4, 2003

**United States District Court
Southern District of New York
Office of the Clerk
U.S. Courthouse
500 Pearl Street, New York, N.Y. 10007-1213**

-----X	
	AFFIRMATION OF SERVICE
	civ. ()
-----X	

I, _____, declare under penalty of perjury that I have
served a copy of the attached _____

upon _____

whose address is: _____

Date: _____
New York, New York

(Signature)

(Address)

(City, State and Zip Code)

FORM 4

APPEAL FORMS